

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re : Chapter 11
:
W.R. Grace & Co., *et al.* : Case No. 01-01139 JKF
:
Debtors. :

**SUPPLEMENTAL PHASE II PRE-TRIAL SUBMISSION OF *CREDITORS*
ONEBEACON AMERICA INSURANCE COMPANY AND SEATON INSURANCE COMPANY**

Pursuant to the Court's Order Regarding Phase II Pre-Trial Proceedings, dated July 7, 2009 (D.I. 22347), creditors OneBeacon America Insurance Company ("OneBeacon") and Seaton Insurance Company ("Seaton"), by and through their undersigned counsel, hereby submit the following Supplemental Pre-Trial Submission with respect to Phase II of the Confirmation Hearing on the First Amended Joint Plan of Reorganization proposed by the Debtors, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders Dated February 27, 2009 (the "Plan"):

Supplemental List of Witnesses

1. Mark A. Shelnitz, Esq., Vice President, General Counsel & Secretary of W.R. Grace & Co. (live or by deposition): Mr. Shelnitz's testimony will address, *inter alia*, the transactions with Sealed Air and Fresenius, including, but not limited to, authentication of the Sealed Air and Fresenius deal books and other documents.

OneBeacon and Seaton reserve the right to call (i) any witness designated by any other party, regardless of whether such witness is called by that party to testify, (ii) other witnesses who are not listed herein for the purpose of laying a foundation for the

admission of documents and evidence, to the extent necessary, (iii) other witnesses who are not listed herein to rebut any evidence or argument designated and/or offered by any party or to address any issue that may develop prior to or during Phase II of the Confirmation Hearing, and (iv) other witnesses who are not listed herein for the purpose of impeachment. OneBeacon and Seaton also reserve their right to withdraw any designated witness. OneBeacon and Seaton further reserve the right to enter deposition testimony into the record in lieu of live testimony to the extent permitted by Rule 32 of the Federal Rules of Civil Procedure. Also, OneBeacon and Seaton reserve the right to examine or, as appropriate, cross-examine any witness called to testify by any other party at Phase II of the Confirmation Hearing.

Supplemental List of Exhibits

1. Formation of Fresenius Medical Care Deal Book, dated September 27, 1996 (Plan Proponents' Phase II Trial Exhibit PP 085).
2. Agreement and Plan of Merger dated as of August 14, 1997, by and among W.R. Grace & Co., Packo Acquisition Corp., and Sealed Air Corporation (Plan Proponents' Phase II Trial Exhibit PP 091).
3. Tax Sharing Agreement dated as of March 30, 1998, by and among W.R. Grace & Co., W.R. Grace & Co.-Conn. and Sealed Air Corporation (Plan Proponents' Phase II Trial Exhibit PP 097).
4. Distribution Agreement dated as of March 30, 1998, by and among W.R. Grace & Co., W.R. Grace & Co.-Conn. and Grace Specialty Chemicals, Inc. (to be renamed W.R. Grace & Co.) (Plan Proponents' Phase II Trial Exhibit PP 098).
5. Supplemental Agreement dated as of March 30, 1998, among W.R. Grace

& Co., Cryovac, Inc., W.R. Grace & Co.-Conn., and Grace Specialty Chemicals, Inc. (Plan Proponents' Phase II Trial Exhibit PP 099).

6. Reorganization of W.R. Grace and Combination of Sealed Air Corporation and the Packaging Business of W.R. Grace & Co. Deal Book, dated March 31, 1998 (Plan Proponents' Phase II Trial Exhibit PP 101).

7. Insurance Procedures Agreement dated March 31, 1998, by and among W.R. Grace & Co., Grace Specialty Chemicals, Inc., and Sealed Air Corporation (Plan Proponents' Phase II Trial Exhibit PP 102).

8. Form 10-K Annual Report of Sealed Air Corporation for Fiscal Year Ended December 31, 2000, dated March 23, 2001 (Plan Proponents' Phase II Trial Exhibit PP 131).

OneBeacon and Seaton reserve the right to amend this exhibit list with additional documents, as necessary or appropriate, including any documents that may be necessary to rebut any evidence offered by the Plan Proponents or other parties. In addition, OneBeacon and Seaton reserve the right to offer into evidence any exhibits marked by any other party and to offer into evidence, as necessary, any documents filed with this Court, whether in this case or any related adversary proceeding.

Dated: August 13, 2009

/s/ David P. Primack

Warren T. Pratt (DE 4334)
David P. Primack (DE 4449)
Drinker Biddle & Reath LLP
1100 N. Market Street
Wilmington, DE 19801-1254
Tel. (302) 467-4200

- and -

Michael F. Brown (*pro hac vice*)
Jeffrey M. Boerger (*pro hac vice*)
Drinker Biddle & Reath LLP
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103-6996
Tel. (215) 988-2700

*Counsel for Creditors OneBeacon
America Insurance Company and
Seaton Insurance Company*